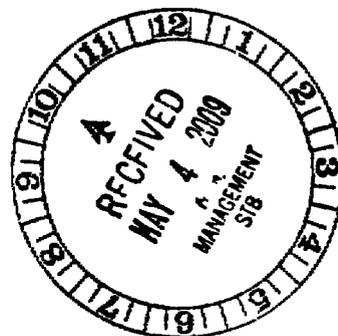


RECORDATION NO 27928 FILED

MAY 04 '09

11-13 AM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

April 30, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated March 31, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: West Coast Reduction Ltd.
105 N. Commercial Drive
Vancouver, BC V5L 4V7
Canada

A description of the railroad equipment covered by the enclosed document is two (2) covered hopper cars: with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Sr Rail Documentation Specialist

Enclosures
(W/C R001)

ASSGN. NO.: WECR001

MAY 04 '09

11-13 AM

**MEMORANDUM OF LEASE
RIDER NO. 1**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of March 31, 2009, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and West Coast Reduction Ltd., a British Columbia limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of March 24, 2009 (the "Lease") and Rider No.1 thereto dated as of March 31, 2009, (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

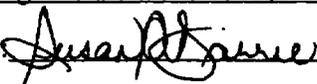
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. Barrie

Title: Regional Vice President, Sales

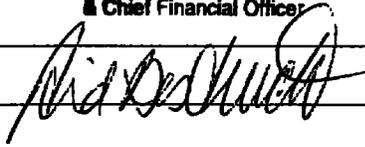
Signature: 

LESSEE:

WEST COAST REDUCTION LTD.

Name: **T.R. BESTWICK**
Director of Finance

Title: **Chief Financial Officer**

Signature: 

ASSGN. NO.: WECR001

**MEMORANDUM OF LEASE
RIDER NO. 1**

EXHIBIT A

NUMBER OF CARS: Two (2).

DESCRIPTION OF CARS: Covered hopper cars loading to 268,000 lbs., 4700 cu. ft. capacity or greater.

CAR NUMBERS: NDYX 822766 and NDYX 832355.